

RECORDATION NO. 27871-A FILED

JUN 02 '09 -12 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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June 2, 2009

Anne K. Quinlan Esquire
Acting Secretary
Surface Transportation Board
395 E Street S.W.
Washington D.C. 20423-0001

Re: ICX No. 1395-023

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment and Restatement of Equipment Schedule (ICX No. 1395-023), dated as of April 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27871.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance Inc.
480 Jefferson Blvd.
Warwick RI 02886

Assignee: SG Equipment Finance USA Corp.
480 Washington Boulevard
Jersey City, NJ 07310

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A description of the railroad equipment covered by the enclosed document is:

18 pieces of maintenance of way equipment manufactured by Plasser American Corporation as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment and Restatement of Equipment
Schedule (ICX No. 1395-023).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours



Robert W. Alvord

RWA/sem
Enclosures

JUN 02 '09

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT AND RESTATEMENT OF EQUIPMENT
SCHEDULE

(ICX - No. 1395)

This Memorandum of Lease Assignment and Restatement of Equipment Schedule, dated as of April 29, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor"), as assignee of ICX Corporation, and SG Equipment Finance USA Corp., a Delaware corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 1395, effective April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 023 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule has been amended and restated as set forth on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment and Restatement of Equipment Schedule as of the day and year first written above.

RBS ASSET FINANCE, INC.,
as assignee of ICX CORPORATION, Assignor

By: 

Name: Cynthia Prince
Vice President
Title: Documentation Manager

SG EQUIPMENT FINANCE USA CORP,
Assignee

By: 

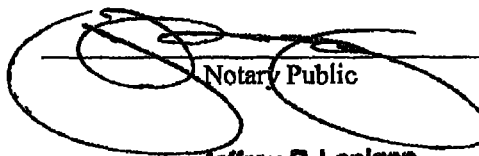
Name: Juergen Jonczyk
Title: Senior Vice President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), as assignee of ICX Corporation, by Cynthia Prince, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 24 day of April, 2009.





Notary Public
Jeffrey P. Lanigan

State of NJ)
County of Hudson) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared SG Equipment Finance USA Corp., a Delaware corporation (the "Corporation"), by Juergen Jorczyk, its Senior Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Jersey City, NJ, this 21 day of May, 2009.

N. Troth
Notary Public

Sworn to and subscribed
before me this

21 day of May, 2009

NORMA A. TROTH
ID # 2369569
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 2/6/2013

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. Equipment Schedule: Equipment Schedule No. 023.
2. Initial Term: The Initial Term of Equipment Schedule No. 023 is 84 months commencing as of April 1, 2006.
3. Equipment: The Equipment covered by Equipment Schedule No. 023 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Plasser		Rail Mtnd Shop/Material Car	3124	J5101060
1	Plasser	AS10.2	Anchor Squeezer	3298	X0100500
1	Plasser	Tp2000	Rail Lifter	1456	X3800152
1	Plasser	CM503	Cribmaster	692	X4200096
1	Plasser	AS-10.1	Anchor Spreader	3297	X0100499
1	Plasser		Tamper Nipper	2974	X5300079
1	Plasser	09-32-4S	Production Tamper	3099	X5400438
1	Plasser	PTS 90 w/PDB-50	Dynamic Track Stabilizer w/Dbl Broom	3098	X8600062
1	Plasser	GC-10	Tie Handler	3300	X8800016
1	Plasser	TH-10	Gantry	1460	X8800017

1	Plasser	GC-10	Tie Handler	3301	X8800018
1	Plasser	TH-10	Gantry	1171	X8800019
1	Plasser	MTS-100	Spike Retriever	3125	X8900003
1	Plasser	TR-100	Tie Remover	3129	X9800003
1	Plasser	PP-100	Pre Pusher	3128	X9800004
1	Plasser	TI-100	Tie Inserter	3286	X9800005
1	Plasser		Power Car	3287	X9800006
1	Plasser	PBR 2000	Ballast Regulator	3151	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/2/09



Robert W. Alvord